

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
)	Related Docket: 19676
		10/20/08 Agenda Item No. 13

**CERTIFICATION OF COUNSEL
REGARDING AMENDED AND RESTATED ORDER
APPROVING SETTLEMENT AGREEMENT WITH THE
TOWN OF ACTON RESOLVING TAX ABATEMENT PETITIONS
AND ADDRESSING SEWER BETTERMENT ASSESSMENTS**

1. On August 25, 2008 the Debtors filed their Motion of Debtors For Entry of an Order Approving Settlement Agreement with the Town of Acton Resolving Tax Abatement Petitions and Addressing Sewer Betterment Assessments (Docket No. 19371). (the "Motion").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. No objections were filed to the Motion and on October 1, 2008 the Court entered the Order approving the Settlement Agreement (Docket No. 19676).

3. Prior to the September 29th hearing on the Motion, but after the Debtors had filed a Certificate of No Objections regarding the Motion (Docket No. 19585), counsel for the Town of Acton contacted the Debtors and indicated that Acton may want to have some revisions made to the draft order to clarify certain matters outlined in the Settlement Agreement, especially in light of the Debtors' recent filing of its new Plan of Reorganization.

4. At the September 29, 2008 Omnibus Hearing, the Debtors informed the Court of the contact it had received by the Town but the Court indicated it had already entered the Order approving the Settlement Agreement. As a result, the Debtors indicated it may be submitting an amended order.

5. Thereafter, the Town specifically requested that the Debtors amend the Order to reflect certain of their concerns.

6. Attached hereto as Exhibit A is the Amended and Restated Order which the Town seeks to have entered by the Court, clarifying certain matters or more explicitly stating certain matters as outlined in the Settlement Agreement. The Debtors also attach as Exhibit B a black-line comparing the Amended and Restated Order to the Order entered by the Court on October 1, 2008.

7. The Debtors do not object to the revisions to the Order contained in the Amended and Restated Order. Further, the Debtors have provided a copy of the Amended and

Restated Order to the Official Committees in these cases and the FCR, and they have no objections to entry of the Amended and Restated Order.

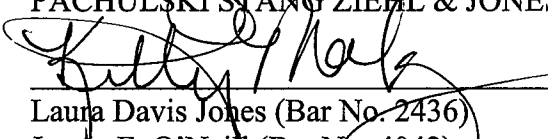
8. As a result, the Debtors request entry of the attached Amended and Restated Order approving the Settlement Agreement.

October 16, 2008

KIRKLAND & ELLIS
David M. Bernick, P.C.
Janet S. Baer
200 East Randolph Drive
Chicago, IL 60601
(312) 861-2000

and

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P. O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
(302) 652-4100

Co-Counsel for Debtors and Debtors in Possession